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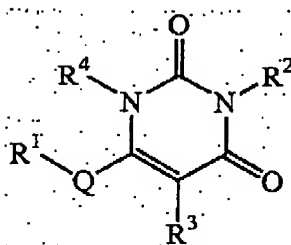
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**AMENDMENTS TO THE CLAIMS**

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

**1 (currently amended).** A compound of Formula I

**I**

or a pharmaceutically acceptable salt thereof,

wherein:

~~R<sup>1</sup> is independently selected from:~~

~~C<sub>5</sub>- or C<sub>6</sub>-cycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted C<sub>5</sub>- or C<sub>6</sub>-cycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~C<sub>8</sub>-C<sub>10</sub>-bicycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted C<sub>8</sub>-C<sub>10</sub>-bicycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~5- or 6-membered heterocycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted 5- or 6-membered heterocycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~8- to 10-membered heterobicycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted 8- to 10-membered heterobicycloalkyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Phenyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted phenyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Naphthyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted naphthyl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~5- or 6-membered heteroaryl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

~~Substituted 5- or 6-membered heteroaryl (C<sub>1</sub>-C<sub>8</sub>-alkylenyl)<sub>m</sub>;~~

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~~8- to 10 membered heterobiaryl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted 8- to 10 membered heterobiaryl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~5- or 6 membered heterocycloalkyl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted 5- or 6 membered heterocycloalkyl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Biphenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted biphenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~5- or 6 membered heteroaryl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted 5- or 6 membered heteroaryl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~5- or 6 membered heteroaryl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted 5- or 6 membered heteroaryl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Phenyl L (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted phenyl L (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~8- to 10 membered heterobiaryl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted 8- to 10 membered heterobiaryl phenylenyl (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Phenyl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted phenyl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Naphthyl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Substituted naphthyl (5- or 6 membered heteroarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~Phenyl (8- to 10 membered heterobiarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>; and~~  
~~Substituted phenyl (8- to 10 membered heterobiarylenyl) (C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~  
~~R<sup>2</sup> is independently selected from:~~  
~~H;~~  
~~C<sub>1</sub>-C<sub>6</sub> alkyl;~~

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~~Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Substituted naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;~~~~Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~~~Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); and~~~~Substituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);~~R<sup>1</sup> is independently selected from:Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); andSubstituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); andR<sup>2</sup> is independently selected from:Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>; andSubstituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;

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Each substituted R<sup>1</sup> and R<sup>2</sup> group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C<sub>1</sub>-C<sub>6</sub> alkyl;  
CN;  
CF<sub>3</sub>;  
HO;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>;  
O<sub>2</sub>N;  
H<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(1- to 8-membered heteroalkylenyl)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(1- to 8-membered heteroalkylenyl)<sub>m</sub>;  
H<sub>2</sub>NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;  
Substituted 3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;  
5- or 6-membered heteroaryl-(G)<sub>m</sub>;  
Substituted 5- or 6-membered heteroaryl-(G)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-N(H)-C(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>; and  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(H)-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;

wherein each substituent on a carbon atom may further be independently selected from:

Halo; and

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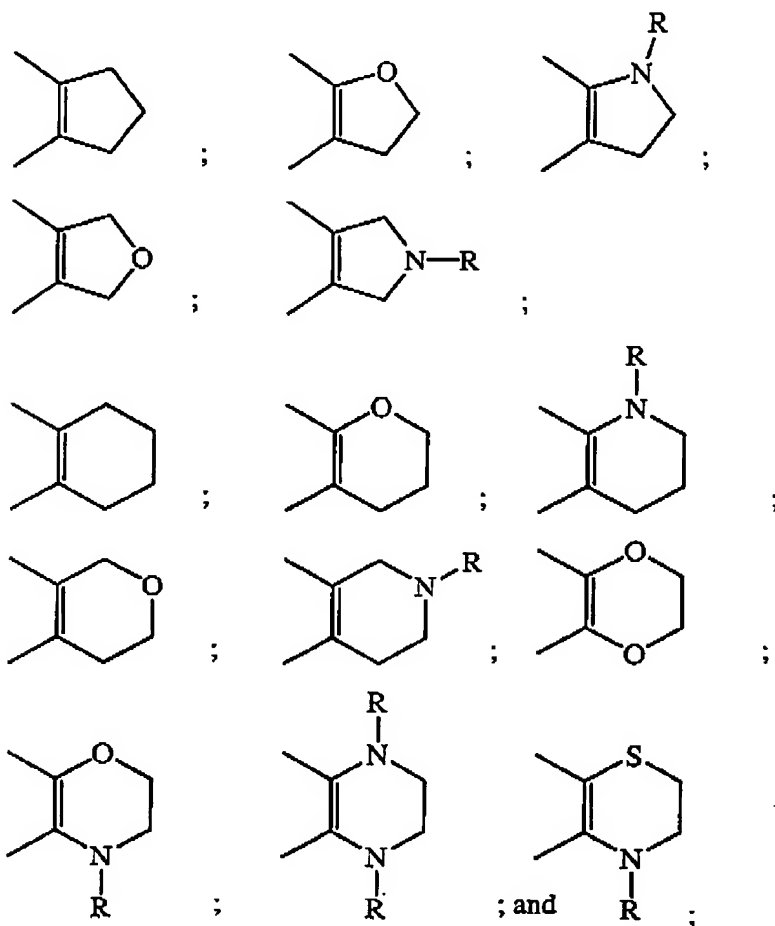
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 $\text{HO}_2\text{C};$ 

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially  $sp^2$  carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or C<sub>1</sub>-C<sub>6</sub> alkyl;

G is CH<sub>2</sub>; O, S, S(O); or S(O)<sub>2</sub>;

Each  $m$  is independently selected from an integer of 0 or 1;

$R^3$  is independently selected from the groups:

**H;**

 $\text{CH}_3;$

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CH<sub>3</sub>O;  
CH=CH<sub>2</sub>;  
HO;  
CF<sub>3</sub>;  
CN;  
HC(O);  
CH<sub>3</sub>C(O);  
HC(NO<sub>2</sub>);  
H<sub>2</sub>N;  
(CH<sub>3</sub>)-N(H);  
(CH<sub>3</sub>)<sub>2</sub>-N;  
H<sub>2</sub>NC(O);  
(CH<sub>3</sub>)-N(H)C(O);  
(CH<sub>3</sub>)<sub>2</sub>-NC(O);  
Halo; and  
CO<sub>2</sub>H;

Q is Q; independently selected from O, S, S(O), S(O)<sub>2</sub>, and N(R<sup>5</sup>);

L is independently selected from CH<sub>2</sub>, C(O), O, S, S(O), S(O)<sub>2</sub>, and N(R<sup>6</sup>);

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are independently H or C<sub>1</sub>-C<sub>6</sub> alkyl;

wherein each C<sub>8</sub>-C<sub>10</sub> bicycloalkyl is a bicyclic carbocyclic ring that contains 8-, 9-, or 10-member carbon atoms which are 5,5-fused, 6,5-fused, or 6,6-fused bicyclic rings, respectively, and wherein the ring is saturated or optionally contains one carbon-carbon double bond;

wherein each 8- to 10-membered heterobicycloalkyl is a bicyclic ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 4 N(H), and 4 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double

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bond, and wherein the heterobicycloalkyl is a 5,5-fused, 6,5-fused, or 6,6-fused bicyclic ring, respectively,

wherein each heterocycloalkyl is a ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 4 N(H), and 4 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings;

wherein each heterobiaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and where the 8-, 9-, and 10-membered heterobiaryl are 5,5-fused, 6,5-fused, and 6,6-fused bicyclic rings, respectively, and wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

**2 to 6 (canceled).**

**7 (currently amended).** ~~The compound according to Claim 1,~~ A compound selected from:

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3-Benzyl-6-{2-[3-(2,4-dichloro-phenyl)-isoxazol-5-yl]-2-oxo-ethylsulfanyl}-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[5-(4-chloro-phenyl)-isoxazol-3-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[3-(4-methoxy-phenyl)-isoxazol-5-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[3-(2,6-dichloro-phenyl)-isoxazol-5-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[5-(2-chloro-phenyl)-isoxazol-3-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[2-(4-chloro-phenyl)-thiazol-4-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[5-(4-methoxy-phenyl)-[1,2,4]oxadiazol-3-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[3-(4-chloro-phenyl)-[1,2,4]oxadiazol-5-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[3-(4-chloro-phenyl)-isoxazol-5-ylmethylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

6-(4-Amino-5-phenyl-4H-[1,2,4]triazol-3-ylsulfanyl)-3-benzyl-5-methyl-1H-pyrimidine-2,4-dione;

or a pharmaceutically acceptable salt thereof.

**8 (currently amended).** ~~The compound according to Claim 1,~~ A compound selected from:

3-Benzyl-5-methyl-6-[5-(2-methylsulfanyl-pyridin-3-yl)-[1,2,4]oxadiazol-3-ylmethylsulfanyl]-1H-pyrimidine-2,4-dione;

3-Benzyl-5-methyl-6-(3-phenyl-isoxazol-5-ylmethylsulfanyl)-1H-pyrimidine-2,4-dione;

3-Benzyl-5-methyl-6-(5-phenyl-isoxazol-3-ylmethylsulfanyl)-1H-pyrimidine-2,4-dione;

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3-Benzyl-5-methyl-6-(5-phenyl-[1,2,4]oxadiazol-3-ylmethylsulfanyl)-1H-pyrimidine-2,4-dione;

3-Benzyl-5-methyl-6-(2-phenyl-thiazol-4-ylmethylsulfanyl)-1H-pyrimidine-2,4-dione;

3-Benzyl-5-methyl-6-[3-(4-nitro-benzyl)-[1,2,4]oxadiazol-5-ylmethylsulfanyl]-1H-pyrimidine-2,4-dione;

3-Benzyl-6-[5-(4-chloro-phenylamino)-2H-[1,2,4]triazol-3-ylsulfanyl]-5-methyl-1H-pyrimidine-2,4-dione;

6-(Benzothiazol-2-ylsulfanyl)-3-benzyl-5-methyl-1H-pyrimidine-2,4-dione; and

3-Benzyl-6-(6-methoxy-benzothiazol-2-ylamino)-5-methyl-1H-pyrimidine-2,4-dione;

or a pharmaceutically acceptable salt thereof.

**9 (currently amended).** ~~The compound according to Claim 1;~~ A compound selected from:

3-Benzyl-6-[3-(2,6-dichloro-phenyl)-isoxazol-5-ylmethylsulfanyl]-1,5-dimethyl-1H-pyrimidine-2,4-dione;

3-Benzyl-1,5-dimethyl-6-[5-(3-methyl-4-nitro-phenyl)-[1,3,4]oxadiazol-2-ylmethylsulfanyl]-1H-pyrimidine-2,4-dione;

3-Benzyl-1,5-dimethyl-6-[5-naphthalen-2-yl-[1,3,4]oxadiazol-2-ylmethylsulfanyl]-1H-pyrimidine-2,4-dione;

3-Benzyl-1,5-dimethyl-6-(5-phenyl-isoxazol-3-ylmethylsulfanyl)-1H-pyrimidine-2,4-dione; and

3-Benzyl-1,5-dimethyl-6-[3-(4-nitro-benzyl)-[1,2,4]oxadiazol-5-ylmethylsulfanyl]-1H-pyrimidine-2,4-dione;

or a pharmaceutically acceptable salt thereof.

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**10 (original).** A pharmaceutical composition, comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**11 (currently amended).** ~~The pharmaceutical composition according to Claim 10,~~ A pharmaceutical composition, comprising a compound according to any one of Claims 7 to 9, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**12 (original).** A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

**13 (currently amended).** ~~The method according to Claim 12, wherein the compound administered is~~ A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to any one of Claims 7 to 9, or a pharmaceutically acceptable salt thereof.